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Official Public Records

Tarrant County Texas

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D210320252*Degan Kartheiser*

PGS 4 \$28.00

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AMENDMENT TO OIL, GAS AND MINERAL LEASE

THE STATE OF TEXAS § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TARRANT §

WHEREAS, on August 28th, 2007, an Oil, Gas and Mineral Lease was entered into by and between **Thomas Kartheiser**, whose address is 2701 Sibley Dr., Arlington, Texas 76015, herein called ("Lessor," whether one or more), and **Paloma Barnett, LLC**, whose address is 1021 Main Street, Suite 2600, Houston, Texas 77002, herein called ("Lessee," whether one or more); which is recorded in the Official Public Records of Tarrant County, Texas as **D207322074**; and,

WHEREAS, the property is described as follows:

Blk 2, Lot 13, being 0.202 acres, more or less, out of 19.13 acres, being the Lucas Park Addition to the City of Arlington, Texas according to the maps or plats thereof recorded in Volume 388-117, Page 72 of the Plat Records of Tarrant County, Texas;

WHEREAS, Paloma Barnett, L.L.C. assigned all of its right, title and interest in and to the lease to Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, whose address is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118; and;

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and;

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below:

1) The Lease states that the Lessor(s) is as follows:

Thomas Kartheiser

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil, Gas and Mineral Lease as follows:

The LESSOR IDENTIFICATION within the said Oil, Gas and Mineral Lease filed in the Official Public Records of Tarrant County, Texas as referenced above is deleted in its entirety and substituted with the following Lessor Identification:

KK

Thomas Kartheiser and Katharine Kartheiser

2) The acknowledgments in the above described Oil, Gas and Mineral Lease were not properly executed properly by both Lessors.

The ACKNOWLEDGMENTS within said Oil, Gas and Mineral Lease as referenced above, filed in the Official Public Records of Tarrant County, Texas are deleted in their entirety and substituted with the corrected acknowledgment executed at the end of this document.

Lessor(s) does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor(s) does hereby lease, let, and demise to Lessee, its successors and assigns, the lands covered by the Lease, pursuant to the terms and provisions of the Lease.

In the event of a conflict between the provisions contained in this instrument and any other provisions contained in the Lease, the provisions contained in this instrument shall prevail to the extent of such conflict; in all other respects the Lease shall remain in full force and effect.

This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this instrument is executed as of the date of acknowledgment of the signatures below.

Lessor(s):

By: Thomas Kartheiser
Thomas Kartheiser

By: Katharina Kartheiser
Katharina Kartheiser
KK

Lessee(s):

CHESAPEAKE EXPLORATION, L.L.C.

By: _____
Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel

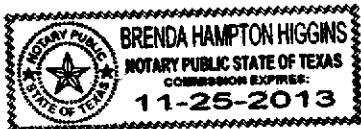
TOTAL E&P USA, INC., a Delaware corporation

By: _____
Eric Bonnin, Vice President
Business Development and Strategy

ACKNOWLEDGMENTS

STATE OF TEXAS §
COUNTY OF TARRANT §§

This foregoing instrument was acknowledged before me on the 28th day of December 2010, by Thomas Kartheiser.



Blenda Hampton Niggin
Notary Public, State of Texas

STATE OF TEXAS
COUNTY OF TARRANT

This foregoing instrument was acknowledged before me on the 28th day of
December 2010, by Katharina Kartheiser.
KK



Brenda Hampton Higgins
Notary Public, State of Texas

ACKNOWLEDGMENTS

STATE OF _____ §

COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the ____ day of _____, 2010, by Henry J. Hood, Sr. Vice President – Land and Legal & General Counsel, on behalf of CHESAPEAKE EXPLORATION, L.L.C.

Notary Public in and for The State of _____

STATE OF _____ §

COUNTY OF _____ §

The foregoing instrument was acknowledged before me this ____ day of _____, 2010, by Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and behalf of such corporation.

Notary Public in and for The State of _____